

BRAE CORPORATION

RECORDATION NO. 10844-Z Filed 1425

JUN 23 1988 - 11 10 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 10844-AA Filed 1425

JUN 23 1988 - 11 10 AM

INTERSTATE COMMERCE COMMISSION

VIA HAND DELIVERY

RECORDATION NO. 10844-Y Filed 1425

JUN 23 1988 - 11 10 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 10844-W Filed 1425

JUN 23 1988 - 11 10 AM

INTERSTATE COMMERCE COMMISSION

March 25, 1988

Ms. Agatha Mergenovich, Secretary
Interstate Commerce Commission
12th & Constitution
Room 2215
Washington, D.C. 20423

RECORDATION NO. 10844-X Filed 1425

JUN 23 1988 - 11 10 AM

Date 6-23-88

Fee \$ 65.00

CC Washington, D. C.

Dear Ms. Mergenovich: INTERSTATE COMMERCE COMMISSION

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. Section 11303 are one original and four copies of the following documents:

Acknowledgment dated as of March 23, 1988 by BRAE Transportation, Inc. and Citicorp North America, Inc. (formerly Citicorp Industrial Credit, Inc.).

Assignment dated as of March 15, 1988 between BRAE Transportation, Inc. and Citicorp North America, Inc.

Lease Agreement dated as of August 1, 1988 between BRAE Transportation, Inc. and Illinois Central Gulf Railroad.

EQUIPMENT SCHEDULE A dated as of March 7, 1988 between BRAE Transportation, Inc. and Illinois Central Railroad (formerly Illinois Central Gulf Railroad), as Lessee.

For purposes of this filing, the Lease Agreement and Equipment Schedule A relate only to those 13 covered hopper railcars, AAR Mechanical Designation LO, marked as follows:

BRAX 260449
260457
260461
260471
260508
260510
260520

BRAX 260524
260525
260531
260537
260539
260541

Counterpart - Donna Lilly

Ms. Agatha Mergenovich
March 25, 1988
Page Two

The names and addresses of the parties to the transactions evidenced by the documents described above are as follows:

SECURED

PARTY: Citicorp North America, Inc.
601 Midland Avenue
Rye, New York 10580

LESSOR: BRAE Transportation, Inc.
160 Spear Street, Suite 1600
San Francisco, CA 94105

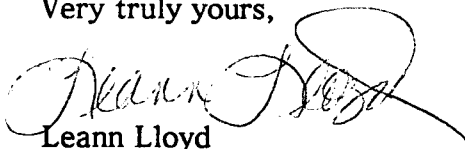
LESSEE: Illinois Central Railroad
233 North Michigan Avenue
Chicago, IL 60601

It is requested that these documents be filed and recorded under the names of the parties as set forth above. In view of the fact that they relate to the Security Agreement Chattel Mortgage and Lease Assignment dated as of September 20, 1979 between BRAE Transportation, Inc. (formerly BRAE Corporation) and Citicorp North America, Inc. (formerly Citicorp Industrial Credit, Inc.), previously recorded and assigned recordation number 10844, we request that they be assigned the next available letter designations under that primary number.

I also enclose a check in the amount of \$60.00 for the required recordation fee.

Please return: (1) your letter acknowledging the filing, (2) a receipt for the \$60.00 filing fee, (3) the enclosed copy of this letter and (4) the original and four copies of the document (retaining one for your files) all stamped with your official recordation information.

Very truly yours,



Leann Lloyd
Corporate Secretary &
Executive Legal Assistant

Enclosures

BRAE CORPORATION

VIA HAND DELIVERY

RECORDATION NO. 10844-AA FILED 1238

June 17, 1988

JUN 23 1988 - 11 50 AM

INTERSTATE COMMERCE COMMISSION

Ms. Agatha Mergenovich, Secretary
Interstate Commerce Commission
12th & Constitution
Room 2215
Washington, D.C. 20423

Dear Ms. Mergenovich:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C Section 11303 are one original and four copies of the following document:

Equipment Schedule No. 5 dated as of December 1, 1984 by BRAE Transportation, Inc. and CSX Transportation, Inc.

For purposes of this filing, Equipment Schedule No. 5 relates only to those railcars, AAR Mechanical Designation, marked as follows:

SBD

252807,252810
252811-252812
252814-252816
252818,252820
252824,252826
252829,252832
252835-252838
252841,252843
252844-252845
252849-252850
252853-252855
252857,252860
252861,252868
252869-252870

SBD

252874,282880
252882,252886
252887-252892
252894-252895
252897-252902
252904,252906
252907,252909
252912,252913
252914-252927
252943,252949
252954,252963
252978,252990
252991,253001

Ms. Agatha Mergenovich
June 17, 1988
Page Two

CSXT

252808-252809
252813,252817
252819,252821
252822,252823
252825,252827
252830,252831
252833,252834
252839,252840
252842,252846
252846-252848
252851-252852
252858-252859
282862-252867
252871-252873
252875-252879

CSXT

252881,252883
252884,252893
252896,252903
252905,252908
252910,252928
252929-252942
252944-252948
252950-252953
252955-252962
252964-252977
252979-252989
252992-253000
253002-253010

The names and addresses of the parties to the transactions evidenced by the document described above are as follows:

SECURED

PARTY: Citicorp Industrial Credit, Inc.
44 Montgomery Street
San Francisco, CA 94104

LESSOR: BRAE Transportation, Inc.
160 Spear Street, Suite 1600
San Francisco, CA 94105

LESSEE: CSX Transportation, Inc.
(formerly Seaboard System Railroad)
Third and Railroad Avenue
Phillipsburg, KS 67661

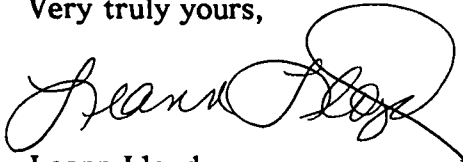
Ms. Agatha Mergenovich
June 17, 1988
Page Three

It is requested that this document be filed and recorded under the names of the parties as set forth above. In view of the fact that they relate to the Equipment Lease dated as of December 1, 1984 between BRAE Transportation and Citicorp Industrial Credit, Inc., previously recorded and assigned recordation number 10844, we request that they be assigned the next available letter designations under that primary number.

I also enclose a check in the amount of \$13.00 for the required recordation fee.

Please return: (1) your letter acknowledging the filing, (2) a receipt for the \$13.00 filing fee, (3) the enclosed copy of this letter and (4) the original and four copies of document (retaining one for your files) all stamped with your official recordation information.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Leann Lloyd", with a large, stylized loop at the end.

Leann Lloyd
Assistant Vice President
and Corporate Secretary

Enclosures

EQUIPMENT SCHEDULE NO. 5

RESERVATION NO. 10849-179

JUN 23 1988 - 11 12 AM

INTERSTATE COMMERCE COMMISSION

BRAE TRANSPORTATION, INC. ("Lessor") hereby leases the following covered hopper cars to CSX TRANSPORTATION, INC., formerly Seaboard System Railroad, Inc. ("Lessee") pursuant to that certain Lease Agreement dated as of December 1, 1984 (the "Agreement").

AAR Mech. Design.	Description	Number of Cars	Car Markings and Car Number(s)	Number of Cars	Car Markings and Car Number(s)
I. LO	4750 cubic capacity covered hoppers	82	SBD 252715-252750 252752-252756 252758-252764 252766-252771 252773-252777 252779-252782 252784 252787 252789-252804 252806	9	*CSXT 252751, 252757 252765, 252772 252778, 252785 252786, 252788 252805
LO	4650 cubic capacity covered hoppers	55	SBD 252807 252810-252812 252814-252816 252818 252820 252824 252826 252829 252832 252835-252838 252841 252843-252845 252849-252850 252853-252855 252857 252860-252861 252868-252870 252874 252880 252882 252886-252892 252894-252895 252897-252902 252904 252906-252907 252909 252912	49	*CSXT 252808-252809 252813, 252817 252819, 252821 252823, 252822 252825, 252827 252830-252831 252833-252834 252839-252840 2528842 252846-252848 252851-252852 252856 252858-252859 252862-252867 252871-252873 252875-252879 252881 252883-252884 252893, 252896 252903, 252905 252908, 252910

Fixed monthly rent per car:	January 19, 1985-January 18, 1986	\$230
	January 19, 1986-January 18, 1987	\$260
	January 19, 1987-January 18, 1988	\$300
	January 19, 1988-January 19, 1990	\$350

*Formerly marked with SBD markings; car numbers remain the same.
5868L-1

<u>AAR Mech. Design.</u>	<u>Description</u>	<u>Number of Cars</u>	<u>Car Markings and Car Number(s)</u>	<u>Number of Cars</u>	<u>Car Markings and Car Number(s)</u>
II. LO	4750 cubic capacity covered hoppers	89	SBD 252913-252926 252928-252942 252944-252948 252950-252953 252955-252962 252964-252977 252979-252989 252992-253000 253002-253010	9	*CSXT 252927, 252943 252949, 252954 252963, 252978 252290-252291 253001

Fixed monthly rent per car:	March 8, 1985-March 7, 1986	\$230
	March 8, 1986-March 7, 1987	\$260
	March 8, 1987-March 7, 1988	\$300
	March 8, 1988-March 7, 1990	\$350

<u>AAR Mech. Design.</u>	<u>Description</u>	<u>Number of Cars</u>	<u>Car Markings and Car Number(s)</u>	<u>Number of Cars</u>	<u>Car Markings and Car Number(s)</u>
III. LO	4650 cubic capacity covered hoppers	88	SBD 253011-253028 253032-253042 253044-253049 253051-253062 253065-253071 253073-253082 253084 253086-253087 253089-253093 253095-253110	12	*CSXT 253029-253031 253043, 253050 253063-253064 253072, 253083 253085, 253088 253094

Fixed monthly rent per car:	September 29, 1985-September 28, 1986	\$230
	September 29, 1986-September 28, 1987	\$260
	September 29, 1987-September 28, 1988	\$300
	September 29, 1988-September 28, 1990	\$350

*Formerly marked with SBD markings; car numbers remain the same.

<u>AAR Mech. Design.</u>	<u>Description</u>	<u>Number of Cars</u>	<u>Car Markings and Car Number(s)</u>	<u>Number of Cars</u>	<u>Car Markings and Car Number(s)</u>
IV. LO	4650 cubic capacity covered hoppers	254	SBD 253112-253124 253126-253147 253149 253151-253165 253167-253176 253178-253182 253184-253189 253192-253198 253200-253210 253212-253221 253223-253224 253226-253231 253233-253238 253240-253244 253246 253248-253254 253256-253260 253263-253264 253266-253275 253277-253280 253282-253285 253287-253288 253290-253304 253306-253313 253316-253320 253322-253326 253328 253330-253346 253348-253351 253353-253359 253361-253366 253368-253371 253374-253376 253378-253391 253393-253403	37	*CSXT 253125, 253148 253150, 253166 253177, 253183 253190-253191 253199, 253211 253222, 253225 253232, 253239 253245, 253247 253255 253261-253262 253265, 253276 253281, 253286 253289, 253305 253314-253315 253321, 253327 253329, 253347 253352, 253367 253372-253373 253377, 253392

Fixed monthly rent per car:	October 22, 1985-October 21, 1986	\$230
	October 22, 1986-October 21, 1987	\$260
	October 22, 1987-October 21, 1988	\$300
	October 22, 1988-October 21, 1990	\$350

*Formerly marked with SBD markings; car numbers remain the same.

Lessor and Lessee hereby agree that this Equipment Schedule No. 5 shall supersede Equipment Schedules No. 1, 2, 3, and 4 and such Equipment Schedules No. 1, 2, 3, and 4 shall become null and void as of the date hereof.

Lessor and Lessee hereby incorporate by reference all of the terms, conditions and provisions of the Agreement in this Schedule.

IN WITNESS WHEREOF, the parties hereto have executed this Schedule as of the 1st day of June, 1988

BRAE TRANSPORTATION, INC.

By

Printed Name

Title

Date

CSX TRANSPORTATION, INC.

By

Printed Name

Title

Date

STATE OF Maryland)
City)
COUNTY OF Baltimore) ss.

On this 10th day of June, 1988, before me personally appeared Emmitt J. Posey, to me personally known, who being by me duly sworn, did depose and say that such person is Vice President of the CSX Transportation, Inc., and that the foregoing Equipment Schedule No. 5 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

[seal]

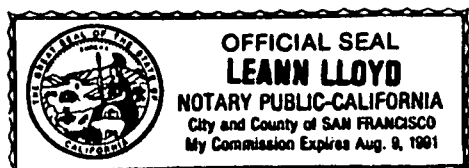
Marvin L. Beech

Notary Public

My Commission Expires July 1, 1990

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO) ss.

On this 14th day of June, 1988, before me personally appeared DONALD B. LITTLEFIELD, to me personally known, who being by me duly sworn says that such person is PRESIDENT - RAIL DIVISION of BRAE Transportation, Inc., and that the foregoing Equipment Schedule No. 5 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



[seal]

Leann Lloyd
Notary Public